

CLEARY GOTTLIEB STEEN & HAMILTON LLP
One Liberty Plaza
New York, NY 10006
Telephone: (212) 225 2000
Facsimile: (212) 225 3999
Sean A. O'Neal, Esq.
Luke A. Barefoot, Esq.

Attorneys for Transform Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	Chapter 11
	:
	:
Debtors.¹	Case No. 18-23538 (RDD)
	:
	(Jointly Administered)
-----	x

**NOTICE OF WITHDRAWAL OF CERTAIN
DESIGNATABLE LEASE FROM THE NOTICE OF
ASSUMPTION AND ASSIGNMENT OF ADDITIONAL
DESIGNATABLE LEASES**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on April 19, 2019, Transform Holdco LLC (the “Buyer”), filed the Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3298) (the “**Assumption Notice**”),² notifying applicable counterparties that the Designatable Leases listed on Exhibit 1 to the Assumption Notice (the “**Designatable Leases Exhibit**”) have been designated by the Buyer for assumption and assignment.

PLEASE TAKE FURTHER NOTICE that the Designatable Lease listed on **Exhibit A** hereto (the “**Removed Lease**”) is hereby removed from the Designatable Leases Exhibit.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Code §365(d)(4) assumption period for the Removed Lease was so ordered extended by the Bankruptcy Court with agreement of the parties through August 2, 2019 and, following the expiration of such period, the Removed Lease has been deemed rejected by the Debtors.

PLEASE TAKE FURTHER NOTICE that, other than the removal of the Removed Lease from the Designatable Leases Exhibit, the Assumption Notice remains otherwise unaffected.

PLEASE TAKE FURTHER NOTICE that the Buyer hereby withdraws the Assumption Notice as to the Removed Lease, and is not seeking to assume and assign the Removed Lease. The Buyer reserves all rights with respect to the Removed Lease.

PLEASE TAKE FURTHER NOTICE that this notice will be provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), including service on the counterparty listed on **Exhibit A**. The Buyer submits that no other or further

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Assumption Notice.

notice need be provided.

Dated: August 5, 2019
New York, New York

/s/ Luke A. Barefoot

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Exhibit A

Removed Lease

	Store #	RE ID	Property Group	City	State/ Province	Store Address	Counterparty	Building Size	Contract Name	Proposed Cure Amount	Counterparty's Asserted Cure Amount	Disputed Amount	Assignee
	4871	487100	Open Store	Farmingville	New York	2280 North Ocean Ave.	Midwood Investment & Development	108,478	Ground Lease	\$0.00	\$1,692,134.14	\$1,692,434.14	Transform Operating Stores LLC